

BYLAWS OF THE
SCIENTIFIC BOATING SAFETY ASSOCIATION

Nonprofit Mutual Benefit Association

ARTICLE I

NAME

The name of this Association shall be the Scientific Boating Safety Association.

ARTICLE II

OBJECTIVES AND PURPOSE

The objectives and purposes of this Association shall be to:

1. Develop, review and revise standards for safe scientific boat operations, training of boat operators, and the safe operation of scientific boating programs.
2. Collect, review and distribute information relating to scientific boating activities and scientific boating incidents.
3. Represent the scientific boating interests of the membership before other organizations and government agencies.
4. Conduct symposia and workshops to educate the membership and others in safe scientific boating programs and practices.
5. Develop a spirit of cooperation among those who have dedicated themselves to scientific boating safety.

ARTICLE III

MEMBERSHIP

SECTION 1. QUALIFICATIONS

Membership in this Association is extended to all organizations or agencies that successfully complete the following criteria:

- a. File an application form as provided by the Board of Directors.
- b. Meet the specific qualifications as set forth in this article.
- c. Are approved for membership by a majority of the Board of Directors of the SBSA.

This section shall not affect the membership standing of all charter members of this Association as of the date of its adoption (see Appendix TBA).

SECTION 2. MEMBERSHIP CATEGORIES

Any public, private, research, or educational organization that meets the following criteria:

- a. Implements a boating safety program and Manual for Boating Safety that meets or exceeds the Scientific Boating Standards of the Scientific Boating Safety Association;
- b. Adheres to the current standards and procedures
- c. Established by the Scientific Boating Safety Association;
- d. Reports boating activities as requested by the SBSA in a format specified by the Scientific Boating Safety Association at intervals specified by the Association
- e. Reports incidents, and accidents in a format specified by the Scientific Boating Safety Association at intervals specified by the Association; and
- f. Submits a listing of their Boating Safety Officer(s) to the Scientific Boating Safety Association

SECTION 3. DUES AND ASSESSMENTS

Membership dues and/or special assessments may be established by the Board of Directors and must be approved by a simple majority of the voting membership.

SECTION 4. TERMINATION OF MEMBERSHIP

The Board of Directors may terminate any membership upon occurrence of any of the following events:

- a. The resignation of the member;
- b. The failure of a member to pay dues for a period of thirty (30) days after the date upon which the dues become delinquent.
- c. The determination by a majority of the Board that the member has failed in a material and serious degree to observe the Bylaws or rules and regulations of this Association.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETINGS

The Annual General Membership Meeting shall be held at a place and time designated by the Board of Directors provided that the Board notifies the membership in accordance with Section 3 of this article.

SECTION 2. SPECIAL MEETINGS

The request for a special meeting must be submitted in writing to the Association President. The written request must state the matter of the meeting and the urgency. The President shall, within thirty (30) days after receiving such a request, either deny or call a special meeting provided that notice is given in accordance with Section 3 of this article.

SECTION 3. NOTICE OF MEETINGS

The membership shall be notified at least thirty days (30) days prior to any membership meeting. The notice shall be either mailed first-class, pre-paid, or e-mailed to the most recent address of the member. The notice will contain the date and time of the meeting, the meeting place, and the agenda of the meeting.

SECTION 4. QUORUM & VOTING

- a. One third of the members of the Scientific Boating Safety Association shall constitute a quorum for the transaction of business at any membership meeting.
- b. A vote by a simple majority of members constitutes approval by the membership, unless a greater proportion or other vote is required by law, the Articles of Incorporation, or these Bylaws.
- c. Votes may be held by e-mail. The BOD shall establish the policies for voting by e-mail.

SECTION 5. PARLIAMENTARY PROCEDURE

Meetings shall be chaired by the President of the Association.

ARTICLE V

MEETINGS OF BOARD OF DIRECTORS

SECTION 1. ANNUAL MEETING

The Annual Meeting of the Board shall be held once a year at a place and time designated by the President of the Association in accordance with Article V, Section 3 of these Bylaws.

SECTION 2. SPECIAL MEETING

Special meetings of the Board may be called by the President of the Association or a simple majority of the Board in accordance with Article V, Section 3.

SECTION 3. NOTICE OF MEETINGS

The Board of Directors shall be notified at least ten days (10) days prior to any Board meeting. The notice shall be either mailed first-class, pre-paid, or e-mailed to the most recent address of the Board member. The notice will contain the date and time of the meeting, the meeting place, and the agenda of the meeting. A majority of the Board may waive the ten (10) day notice requirement.

SECTION 4. QUORUM

All director's meetings shall have more than fifty percent (50%) of the directors present in person or by telephonic communication to fulfill a quorum for the transaction of business.

ARTICLE VI

DIRECTORS

SECTION 1. POWERS

Subject to California law and these Bylaws, the business and affairs of the Association shall be managed and all powers shall be exercised by or under the direction of the Board of Directors.

Without prejudice to these general powers, subject to the same limitations, the directors shall have the power to:

- a. Select and remove any officers, agents, and employees of the Association; prescribe any powers and duties for them that are consistent with law and these Bylaws.
- b. Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidence of debt and securities, except that none of these shall exceed one-thousand dollars (\$1,000.00) without approval of a majority of the voting membership present at a meeting where this matter is on the agenda.
- c. Appoint committees as needed.

SECTION 2. NUMBER AND QUALIFICATIONS OF DIRECTORS

a. Number of Directors

- (i) The authorized number of directors shall be five consisting of the President, Vice President, Secretary/Treasurer and two members at large. All shall be elected by the membership
- (ii) Notwithstanding his/her powers as a Board member, the President shall act as chairman of the Board and shall have whatever power is given him/her by the general membership, the Bylaws, and the Board of Directors.

b. Qualifications of Directors

For a person to become a Director in the Association, he or she must be an employee of an organizational member of the Association for at least one (1) year prior to the date of election.

SECTION 3. RESPONSIBILITIES OF DIRECTORS

The Directors of the Association shall have the duties and responsibilities as follows:

- a. President. The President is a member of the Board of Directors and the chief executive officer of the Association. The President shall preside over all meetings of the Board and meetings of members.
- b. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President until such time as the President returns or until such time as a successor is elected.
- c. Secretary/Treasurer. The Secretary shall attend to the following:
 - (i) Keep, or cause to be kept, a book of minutes of all meetings and actions of the Board of Directors, committees, and members.

- (ii) Keep, or cause to be kept, a record of the Association officers and members. The record shall contain the contact information of each organizational member and its representative.
- (iii) Give, or cause to be given, notice to all members of all meetings, election results, and other such notices as required.
- (iv) Keep, or cause to be kept, adequate and correct books and accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The book of accounts shall be open to any Director at reasonable times.
- (v) Deposit all monies and other association valuables in the name and into the credit of the Association with such depositories as may be designated by the Board of Directors. Disbursal of the funds of the Association may be ordered by the Board. Render to the Board or the President whenever they request it, an account of all transactions.
- (vi) Directors at Large Perform duties as requested by the President.

SECTION 3. TERM OF OFFICE OF DIRECTORS

- a. Directors shall take office upon the adjournment of the Annual Meeting at which they were duly elected. The term of each office of this organization is two years.
- b. The President, Secretary-Treasurer, and one Director at Large shall be elected in even numbered years. The Vice-President and the other Director at Large shall be elected in odd numbered years.

SECTION 4. VACANCIES

A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

- a. The death, resignation, or removal of any director;
- b. A two-thirds (2/3) vote of the membership to remove a director.

Any vacancy of the Board of Directors shall be filled by the appointment of a new Director by a simple majority of the Board of Directors.

SECTION 5. NOMINATIONS OF DIRECTORS

Nominations for directorship may be submitted in writing thirty (30) days prior to the Annual General Membership meeting. Nominations will also be accepted at the Annual General Membership meeting. Nominations may be made by any member.

SECTION 6. ELECTION OF DIRECTORS

- a. The Secretary of the Association shall cause the distribution of ballots for the election of directorship to voting members at the Annual Meeting. The ballot shall contain the names of the nominees and the position to which nominated. The Secretary shall cause the collection of all valid ballots and be responsible for the account of the valid ballots.

- b. The Secretary and at least one other member designated by the current President shall count the ballots.
- c. Candidates receiving the highest number of votes shall be elected. A tie vote shall be decided by a run-off election.

ARTICLE VII

COMMITTEES

The Board of Directors may designate one or more committees.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS,

EMPLOYEES, AND OTHER AGENTS

For the purpose of this article, California corporate code Section 7237 shall be used for any matter covered therein.

ARTICLE IX

RECORDS AND REPORTS

SECTION 1. INSPECTION RIGHTS

Any member of the Association may inspect and copy, or obtain from the secretary, on thirty (30) days notice or demand on the association, a list of names and addresses of the members as of the most recent record date for which a list has been compiled. The notice or demand must state the purpose for which the list is required. The list shall be made available to any such member by the Secretary on or before the thirtieth (30th) day after notice or demand is received.

SECTION 2. MAINTENANCE AND INSPECTION OF OTHER RECORDS

The Association Bylaws, accounting books, and minutes of proceedings shall be kept at places designated by the Board of Directors.

SECTION 3. ANNUAL REPORT TO MEMBERS

An annual report will be presented at the Annual General Membership Meeting.

SECTION 4. INSPECTION OF RECORDS BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and physical properties of the Association. This

inspection may be made in person or by an agent of the director, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE X

RATIFICATION AND AMENDMENTS

SECTION 1. RATIFICATION

These Bylaws and amendments and parts thereof, shall be deemed ratified and shall become effective upon the approval by the majority of the members of the Scientific Boating Safety Association.

SECTION 2. AMENDMENT BY MEMBERSHIP

Once ratified, these Bylaws may only be amended by a two-thirds (2/3) majority of the members present at the Annual General Membership Meeting or by a two-thirds majority of the members at a special meeting called to consider the amendment(s). Such amendment(s) may be brought before the membership by recommendation of the Board of Directors, by a majority vote at the Annual General Membership Meeting, or at a special meeting called to consider the amendment(s).